

DEC 29 1978

ARTICLES OF INCORPORATION OF
PINE FOREST PROPERTY OWNERS' ASSOCIATION, INC.

Patrick Bruce
Attorney, Corporation Division

We, the undersigned, natural persons of the age of twenty-one (21) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation (which is hereinafter called "Corporation") is PINE FOREST PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

Section 1. The purpose for which the corporation is organized is to promote and develop the common good and social welfare of the people of the community of PINE FOREST and its environs. For purposes hereof, "PINE FOREST" is defined as the subdivision to be developed in one or more units or sections in Bastrop County, Texas.

Section 2. Only those units or sections of PINE FOREST as shall hereafter be platted and, be subjected to an agreement of covenants, conditions and restrictions, shall be considered as the community of PINE FOREST and the proper object of the powers and purposes of this corporation.

Section 3. Without limiting the foregoing general statement of purposes, the Corporation shall have the following specific purposes:

(a) To aid, promote, and provide for the establishment, advancement and perpetuation of any and all utilities, systems, services and facilities within PINE FOREST which tend to promote the general welfare of its people with regard to health, safety, education, culture, recreation, comfort or convenience to the extent and in the manner deemed desirable by the Board of Directors.

(b) To operate and maintain or provide for the operation and maintenance of any properties which may be from time to time designated or conveyed to the Corporation for the operation and maintenance as areas serving the general welfare of PINE FOREST and the people thereof with regard to health, safety, education, culture, recreation, comfort and convenience.

(c) To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements and liens established for the support and/or benefit of PINE FOREST and to use and disburse any funds which may come into the hands of the Corporation for the promotion of any and all of the purposes of PINE FOREST in a lawful manner determined by the Board of Directors.

(d) To do any and all lawful things and acts that the Corporation may from time to time, in its discretion, deem to be for the benefit of PINE FOREST and the inhabitants thereof or advisable, proper or convenient for the promotion of the interest of said inhabitants with regard to health, safety, education, culture, recreation, comfort or convenience of such community.

The Corporation will take action to accomplish the foregoing purposes only when and if such action appears in the sole and absolute discretion of the Board of Directors to be desirable and feasible.

The adoption of the name PINE FOREST shall not prevent use of different names for sub-developments within the community of PINE FOREST, and any such sub-development within said community, known by another name, may nevertheless be part of the community of PINE FOREST as defined in this Article, and may be a proper object of the purposes of this corporation.

ARTICLE FIVE

Section 1. Every person or entity who is the owner of a fee interest or of the equitable title in any lot in PINE FOREST shall be a member of the Corporation. For the purposes of determining membership, such ownership will be deemed to have vested upon delivery of a duly executed deed or contract to the grantee or vendee. The legal title retained by a vendor selling under a contract shall not qualify such vendor for membership. Foreclosure of a contract or repossession for any reason of a lot sold under contract shall terminate the vendee's membership, whereupon all rights to such membership shall revert to the vendor.

Section 2. Members shall be all the owners as defined in Section 1 of this Article, including the developer. Members shall be entitled to one (1) vote for each lot or living unit in which they hold the interest required for membership by Section 1 as shown by the records of the Corporation as of the last day of the third month preceding the next membership annual meeting. When more than one person holds such interest or interests in any lot or living unit, all such persons shall be members and the vote for such lot or living unit shall be exercised as they may among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot or living unit.

For the purpose of determining the votes allowed under this section, when living units are counted, the lot or lots upon which such living units are situated shall not be counted.

ARTICLE SIX

The street address of the initial registered office of the Corporation is 700 Houston Bar Center Building, 723 Main, Houston, Texas 77002. The name and post office address of the initial registered agent of the Corporation in this State is DAVID C. DuBOSE, 700 Houston Bar Center Building, 723 Main, Houston, Texas 77002.

ARTICLE SEVEN

The Corporation shall have five (5) directors which shall constitute the Board of Directors and the governing body of the Corporation. The initial Board of Directors shall consist of five (5) directors who shall hold office until the election of their successors for the term stated hereinafter. Beginning with the first annual meeting, to be held on the last Thursday in January, 1980, the members of each annual meeting shall elect one (1) director for a term of five (5) years. Provided, the names and addresses of those persons who are to act as directors until the election of their successors and their terms are:

E. L. Lehman, 2600 S. Gessner, Suite 250, Houston, Texas, to serve until the first annual meeting held in January, 1980.

L. H. Mathis, 2600 S. Gessner, Suite 250, Houston, Texas, to serve until the first annual meeting held in January, 1981.

Kenneth R. Melber, 2600 S. Gessner, Suite 250, Houston, Tx., to serve until the first annual meeting held in January, 1982.

Gus Gross, 2600 S. Gessner, Suite 250, Houston, Texas, to serve until the first annual meeting held in January, 1983.

Wayne Wash, 2600 S. Gessner, Suite 250, Houston, Texas, to serve until the first annual meeting held in January, 1984.

Except as herein otherwise specified, the decision of the majority of the directors currently serving as such shall be

ARTICLE EIGHT

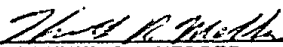
Each of the three (3) incorporators is at least eighteen (18) years of age; their names and addresses are as follows:

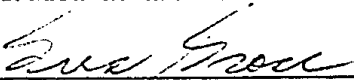
Kenneth R. Melber
2600 S. Gessner, Suite 250
Houston, Texas 77063

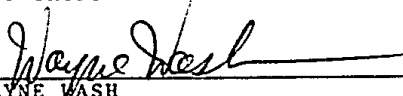
Gus Gross
2600 S. Gessner, Suite 250
Houston, Texas 77063

Wayne Wash
2600 S. Gessner, Suite 250
Houston, Texas 77063

IN WITNESS WHEREOF, I have hereunto set my hand on this,
the 12th day of January, 1979.


KENNETH R. MELBER


GUS GROSS


WAYNE WASH

STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared KENNETH R. MELBER, who, being by me first duly sworn, upon his oath stated that he is one of the persons who executed the above and foregoing instrument as an incorporator and that the statements and facts contained therein are true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME on this, the 12th day of January, 1979, to certify which witness my hand and seal of office.

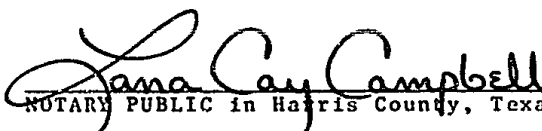

NOTARY PUBLIC in Harris County, Texas

LANA CAY CAMPBELL
Notary Public in Harris County, Texas
My Commission Expires May 9, 1980
Bonded by Alexander Lovett, Lloyds Surety Corp.

STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared GUS GROSS, who, being by me first duly sworn, upon his oath stated that he is one of the persons who executed the above and foregoing instrument as an incorporator and that the statements and facts contained therein are true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME on this, the 12th day of January, 1979, to certify which witness my hand and seal of office.


NOTARY PUBLIC in Harris County, Texas

LANA CAY CAMPBELL
Notary Public in Harris County, Texas
My Commission Expires May 9, 1980
Bonded by Alexander Lovett, Lawyers Surety Corp.

STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared WAYNE WASH, who, being by me first duly sworn, upon his oath stated that he is one of the persons who executed the above and foregoing instrument as an incorporator and that the statements and facts contained therein are true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME on this, the 12th day of January, 1979, to certify which witness my hand and seal of office.


NOTARY PUBLIC in Harris County, Texas

LANA CAY CAMPBELL
Notary Public in Harris County, Texas
My Commission Expires May 9, 1980
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